

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of California

Case number (if known): _____ Chapter 15

☐ Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name Black Gold S.a.R.L.

2. Debtor's unique identifier

For non-individual debtors:

☐ Federal Employer Identification Number (EIN) _____ - _____

☒ Other 11S05485 Describe identifier Company Register Monaco

For individual debtors:

☐ Social Security number: xxx - xx- _____

☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - _____

☐ Other _____ Describe identifier _____

3. Name of foreign representative(s)

Jean-Paul Samba, trustee (or syndic) in Monaco Proceeding

4. Foreign proceeding in which appointment of the foreign representative(s) occurred

Insolvency proceeding under Monegasque Commercial Code before the Tribunal de Premiere Instance de Monaco (assigned case no. 2020/00435)

5. Nature of the foreign proceeding

Check one:

- ☒ Foreign main proceeding
☐ Foreign nonmain proceeding
☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

- ☒ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached. **(See Exhibits 1 & 2)**
☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
☐ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

- ☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
☒ Yes

Debtor Black Gold S.a.R.L.
Name

Case number (if known) _____

8. Others entitled to notice

Attach a list containing the names and addresses of: **(See Exhibit 3)**

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

Principality of Monaco

Debtor's registered office:

6 Lacets Saint-Leon

Number Street

Chateau Perigord I - Bloc J n 209

P.O. Box

98015 Monaco

City State/Province/Region ZIP/Postal Code

Monaco

Country

Individual debtor's habitual residence:

Address of foreign representative(s):

Number Street

9 Avenue des Castelans

Number Street

P.O. Box

Stade Louis II - Entree F

P.O. Box

City State/Province/Region ZIP/Postal Code

98000 Monaco

City State/Province/Region ZIP/Postal Code

Country

Monaco

Country

10. Debtor's website (URL)

11. Type of debtor

Check one:

☒ Non-individual (check one):

☒ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1. **(See Exhibit 4)**

☐ Partnership

☐ Other. Specify: _____

☐ Individual

Debtor

Black Gold S.a.R.L.
Name

Case number (if known) _____

12. Why is venue proper in this district?

Check one:

- ☐ Debtor's principal place of business or principal assets in the United States are in this district.
- ☒ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
Case No. 4:19-cv-03004-YGR-RMU (N.D. Cal.)
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,

x

Signature of foreign representative

Jean-Paul Samba

Printed name

Executed on

11/20/2020
MM / DD / YYYY

x

Signature of foreign representative

Printed name

Executed on

MM / DD / YYYY

14. Signature of attorney

x

Signature of Attorney for foreign representative

Date 11/20/2020

MM / DD / YYYY

Tania Maria Moyron

Printed name

Dentons US LLP

Firm name

601 S. Figueroa St., Ste. 2500

Number Street

Los Angeles

City

California 90017

State ZIP Code

(213) 243-6101

Contact phone

tania.moyron@dentons.com

Email address

235736

Bar number

CA

State

EXHIBIT 1

TRIBUNAL
DE PREMIERE INSTANCE

R.

☒ NP ☐ P ☐ PLN

N° 2020/000435

JUGEMENT DU 4 JUIN 2020

LE TRIBUNAL,

Statuant sur la déclaration du débiteur, en application de l'article 408 du Code de commerce,

Vu la requête (n° 2020/000369) qui précède, par laquelle **Lorenzo NAPOLEONI agissant en qualité de gérant de la SARL BLACK GOLD**, sollicite la constatation judiciaire de l'état de cessation des paiements de ladite société ;

Vu l'acte de dépôt en date du 25 mai 2020 ;

Vu l'enrôlement de la cause sous le n° 2020/000435 ;

Vu les conclusions du ministère public, en date du 28 mai 2020 ;

Attendu que par la requête susvisée, Lorenzo NAPOLEONI agissant en qualité de gérant de la SARL BLACK GOLD, demande que soit constaté l'état de cessation des paiements de la SARL BLACK GOLD ;

Attendu qu'il résulte tant de sa déclaration que des pièces produites, que SARL BLACK GOLD n'apparaît plus être en mesure de faire face, au moyen de son actif disponible, à son passif exigible ;

Attendu, dans ces conditions, que le Tribunal ne peut que constater la cessation des paiements de la SARL BLACK GOLD par application de l'article 408 alinéa 2 du code de commerce, en fixant provisoirement au **29 mai 2019**, la date de cette cessation des paiements ;

Attendu que les dépens du présent jugement doivent être employés en frais privilégiés de procédure collective ;

RECTIFICATION
D'ERREUR MATERIELLE
Par Jugement en date du 18 juin 2020, il a été ordonné la rectification de l'erreur matérielle affectant le jugement du 4 juin 2020, en ces termes :
« Fixe provisoirement la date de cette cessation des paiements au 29 mai 2019 » ;
Mention faite le 18 juin 2020.
Le Greffier en Chef adjoint

Marine PISANI

003914

PAR CES MOTIFS,

LE TRIBUNAL,

Constate avec toutes conséquences de droit, sur la déclaration du représentant du débiteur faite en vertu de l'article 408 du code de commerce, l'état de cessation des paiements de la SARL BLACK GOLD, dont le siège social se trouve Château Périgord I, 6 Lacets Saint Léon, Bloc K, 3^{ème} étage, n° 209 à Monaco (98000) ;

Fixe provisoirement la date de cette cessation des paiements au 29 mai 2020 ;

Nomme Geneviève VALLAR, Premier Juge au Tribunal, en qualité de Juge commissaire ;

Désigne Jean-Paul SAMBA, expert-comptable, en qualité de syndic ;

Dit que le présent jugement sera exécutoire sur minute et par provision en vertu de l'article 572 du code de commerce et soumis à la publicité prévue par l'article 415 dudit code ;

Ordonne l'enrôlement des dépens en frais privilégiés de procédure collective ;

Ainsi jugé par Monsieur Sébastien BIANCHERI, Vice-Président, Madame Françoise DORNIER, Premier Juge, Monsieur Adrian CANDAU, Juge, qui en ont délibéré conformément à la loi assistés, lors des débats seulement, de Madame Isabel DELLERBA, Greffier ;

Lecture étant considérée comme donnée à l'audience du 4 JUIN 2020, par Monsieur Sébastien BIANCHERI, Vice-Président, assisté de Madame Isabel DELLERBA, Greffier, en présence de Monsieur Olivier ZAMPHIROFF, Premier Substitut du Procureur Général, le dispositif de la décision étant affiché en salle des pas perdus du Palais de Justice.

COÛT	
Minute	€
Rédaction	5 €
Expédition	36 €
Copie C.C.	€
Copie Simple	2,10 €
GREFFE	43,10 €
DÉBOURSÉS	€
TOTAL	43,10 €

Pour Expédition
 POUR COPIE C.C.
 Le 22/06/20
 Le Greffier en Chef



APOSTILLE
(Convention de La Haye du 5 octobre 1961)

1. Pays : PRINCIPAUTÉ DE MONACO

Le présent acte public

2. a été signé par Madame Virginie SANGIORGIO, Greffier en Chef

3. agissant en qualité de Greffier en Chef

4. est revêtu du sceau/timbre de PRINCIPAUTÉ DE MONACO
- GREFFE GENERAL -

ATTESTÉ

5. à Monaco

6. Le 6 juillet 2020

7. par Patrick SOMMER, Secrétaire Général de la Direction des Services
Judiciaires

8. sous le n° 1702/2020

9. Sceau/Timbre

10. Signature :



EXHIBIT 2

PRINCIPALITY OF MONACO

GENERAL COURT

R.

☒ NP ☐ P ☐ PLN

No. 2020/000435

RULING OF JUNE 4, 2020

THE COURT,

Ruling on the declaration of the debtor pursuant to Article 408 of the Commercial Code,

With regard to the above petition (No. 2020/000369), whereby **Lorenzo Napoleoni, acting as manager of SARL BLACK GOLD**, requests the court to find said company in suspension of payments;

With regard to filing certificate dated May 25, 2020;

With regard to the docketing of the case under No. 2020/000435;

With regard to the conclusions of the Public Prosecutor's Office dated May 28, 2020;

Whereas, by means of the aforementioned petition, Lorenzo Napoleoni, acting as manager of SARL BLACK GOLD, asks for SARL BLACK GOLD to be found in suspension of payments;

Whereas, both its declaration and the exhibits produced reveal that SARL BLACK GOLD no longer appears to be able to meet its current liabilities with its liquid assets;

Whereas, in these circumstances, the Court has no choice but to find SARL BLACK GOLD in suspension of payments pursuant to Article 408, subparagraph 2 of the Commercial Code, provisionally setting the date of said suspension of payments as **May 29, 2019**;

Whereas the costs of this ruling should be employed as privileged fees in collective proceedings.

**CORRECTION
OF MATERIAL ERROR**

By Ruling dated June 18, 2020, correction of the material error affecting the judgment of June 4, 2020, was ordered as follows:

“ *Provisionally sets the date of said suspension of payments as **May 29, 2019*** ”

Note added on June 18, 2020.

Assistant Chief Clerk

[signature]

Marine Pisani

FOR THESE REASONS,

THE COURT,

Based on the declaration of the debtor's representative made pursuant to Article 408 of the Commercial Code, and with all legal ramifications, finds SARL BLACK GOLD, headquartered at Chateau Perigord I, 6 Lacets Saint Leon, Bloc K 3^{eme} etage, No. 209, Monaco (98000), to be in suspension of payments;

Provisionally sets the date of said suspension of payments as May 29, 2020;

Appoints Genevieve Vallar, Senior Judge at the Court as the Bankruptcy Judge;

Designates Jean-Paul Samba, accounting expert, as the Bankruptcy Trustee;

States that this ruling will become enforceable immediately and provisionally pursuant to Article 572 of the Commercial Code and subject to the publication provided for by Article 415 of said code;

Orders the registration of the costs as privileged fees in collective proceedings;

So judged by Mr. Sebastien Biancheri, Vice-President, Ms. Francoise Dornier, Senior Judge, Mr. Adrian Candau, Judge, who consulted in accordance with the law, assisted during proceedings only by Ms. Isabel Dellerba, Clerk;

The reading considered as having been made at the hearing on **JUNE 4, 2020** by Mr. Sebastien Biancheri, Vice-President, assisted by Ms. Isabel Dellerba, Clerk, in the presence of Mr. Olivier Zamphiroff, First Assistant Public Prosecutor, the operative section of the decision having been posted in the concourse of the Courthouse.

[signature]

[signature]

COST	
Original	€
Preparation	€5
Issuance	€36
Cert. Copy	€
Reg. Copy	€2.10
CLERK'S OFF.	€43.10
PAID	
TOTAL	€43.10
For issuance. CERTIFIED COPY 06/22/20 Chief Clerk [signature] [round seal: PRINCIPALITY OF MONACO; GENERAL CLERK'S OFFICE]	

[round seal: COURT
SERVICES
ADMINISTRATION;
MONACO]

APOSTILLE
(Convention de La Haye du octobre 1961)

1. Country: PRINCIPALITY OF MONACO

This public document

2. has been signed by Ms. Virginie Sangiorgio, Chief Clerk

3. acting in the capacity of Chief Clerk

4. bears the seal/stamp of the PRINCIPALITY OF MONACO
- GENERAL CLERK'S OFFICE -

CERTIFIED

5. at Monaco

6. July 6, 2020

7. by Patrick Sommer, General Secretary of the Court
Services Administration

8. No. 1702/2020

9. Seal/stamp

10. Signature

[round seal: COURT SERVICES
ADMINISTRATION; MONACO]
[revenue stamp: PRINCIPALITY OF
MONACO; REVENUE STAMP; 5 €]

[signature]

[round seal: COURT
SERVICES
ADMINISTRATION;
MONACO]

EXHIBIT 3

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4 James R. Irving (Applying Pro Hac Vice)
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9 *Attorneys for the Foreign Representative*

10 UNITED STATES BANKRUPTCY COURT
11 NORTHERN DISTRICT OF CALIFORNIA, OAKLAND DIVISION

12 In re
13 BLACK GOLD S.A.R.L.,
14 Debtor in a Foreign Proceeding.

Case No. 20-#### (###)

Chapter 15

**STATEMENTS UNDER RULE 1007(a)(4)
OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE**

Date: [No Hearing Requested]

Time:

Place: Courtroom ###
1300 Clay Street
Oakland, California 94612

19
20 In accordance with Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure (the
21 “Bankruptcy Rules”), Jean-Paul Samba, in his capacity as the trustee and foreign representative
22 (the “Foreign Representative”) of the foreign debtor Black Gold S.a.R.L. (the “Debtor”) in a
23 foreign proceeding under Monegasque law (the “Monegasque Proceeding”) pending before the
24 Tribunal de Première Instance de Monaco (or the Court of First Instance of Monaco) (the
25 “Monegasque Court”), makes the following statements:
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1 **1. AUTHORIZED ADMINISTRATORS OF FOREIGN PROCEEDINGS**

2 The Foreign Representative submits the following list containing the names and addresses
3 of all persons or bodies authorized to administer foreign proceedings of the Debtor:

4 The Monegasque Proceeding and this chapter 15 case are the only bankruptcy or
5 insolvency proceedings of the Debtor, and the Foreign Representative is the only person or body
6 authorized to administer the foreign proceedings of the Debtor.

7

Name of Administrator	Address(es) of Administrator
Jean-Paul Samba, syndic	Jean-Paul Samba Stade Louis II – Entrée F 9 Avenue des Castelans 98000 Monaco
	Jean-Paul Samba c/o James R. Irving Dentons Bingham Greenebaum LLP 3500 PNC Tower 101 S. Fifth Street Louisville, Kentucky 40202 Telephone: 502.649.3199 E-mail: james.irving@dentons.com

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17 **2. PARTIES TO LITIGATION IN THE UNITED STATES**

18 The Foreign Representative submits the following list containing the names and addresses
19 of all parties to litigation pending in the United States in which the Debtor is a party at the time of
20 the filing of the petition:

21

Plaintiff in Litigation with the Debtor	Address(es) of Plaintiff
International Petroleum Products and Additives Company, Inc.	International Petroleum Products and Additives Company, Inc. Attn: President or General Counsel 7600 Dublin Blvd., Suite 240 Dublin, California 94568
	International Petroleum Products and Additives Company, Inc. c/o Vinay Vijay Joshi Amin Turocy & Watson LLP 160 West Santa Clara Street, Suite 975

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	San Jose, California 95113 Telephone: 650.618.6481 Email: vjoshi@thepatentattorneys.com
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The above-referenced party is a party to the civil action captioned as *International Petroleum Products and Additives Company, Inc. v. Black Gold S.A.R.L.* and bearing Case No. 4:19-cv-03004-YGR-RMI pending in the United States District Court for the Northern District of California.

3. ENTITIES AGAINST WHOM PROVISIONAL RELIEF IS SOUGHT

The Foreign Representative submits the following list containing the names and addresses of all entities against whom provisional relief is being sought under 11 U.S.C. § 1519:

Plaintiff in Litigation with the Debtor	Address(es) of Plaintiff
International Petroleum Products and Additives Company, Inc.	International Petroleum Products and Additives Company, Inc. Attn: President or General Counsel 7600 Dublin Blvd., Suite 240 Dublin, California 94568 International Petroleum Products and Additives Company, Inc. c/o Vinay Vijay Joshi Amin Turocy & Watson LLP 160 West Santa Clara Street, Suite 975 San Jose, California 95113 Telephone: 650.618.6481 Email: vjoshi@thepatentattorneys.com

[remainder of page intentionally left blank]

1 Dated: November 20, 2020

Respectfully submitted,

2 

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-and-

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Attorneys for the Foreign Representative

EXHIBIT 4

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9 *Attorneys for the Foreign Representative*

10 UNITED STATES BANKRUPTCY COURT
11
12 NORTHERN DISTRICT OF CALIFORNIA, OAKLAND DIVISION

13 In re
14 BLACK GOLD S.A.R.L.,
15 Debtor in a Foreign Proceeding.

Case No. 20-#### (###)

Chapter 15

**CORPORATE OWNERSHIP
STATEMENT**

Date: [No Hearing Requested]

Time:

Place: Courtroom ###
1300 Clay Street
Oakland, California 94612

19 In accordance with Rules 1007(a)(4) and 7007.1 of the Federal Rules of Bankruptcy
20 Procedure, Jean-Paul Samba, in his capacity as the trustee and foreign representative (the “Foreign
21 Representative”) of the foreign debtor Black Gold S.a.R.L. (the “Debtor”) in a foreign proceeding
22 under Monegasque law (the “Monegasque Proceeding”) pending before the Tribunal de Première
23 Instance de Monaco (or the Court of First Instance of Monaco) (the “Monegasque Court”),
24 certifies that no corporate entity directly or indirectly owns 10% or more of any class of the
25 Debtor’s equity interests.
26
27
28

1 Dated: November 20, 2020

Respectfully submitted,

2 

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19 *Attorneys for the Foreign Representative*